

SH06

Notice of cancellation of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		13,838,356	£9,221,832.10	£0.00

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	A Ordinary	3,767,015	£376,701.50	
GBP	B Ordinary	1,294,333	£129,433.30	
GBP	D Ordinary	68,123	£6,812.30	
GBP	Preference	8,708,885	£8,708,885.00	
Totals		13,838,356	£9,221,832.10	£0.00

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Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share

Prescribed particulars
❶

See Continuation Sheet

❶ Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

Class of share

Prescribed particulars
❶

Class of share

Prescribed particulars
❶

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

❷ Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director❷, Secretary, Person authorised❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary
Prescribed particulars	<p>Definitions</p> <p>"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;</p> <p>"Original Subscription Price" for the Preference Shares, £1 per share;</p> <p>Income</p> <p>The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.</p> <p>Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.</p> <p>Capital</p> <p>On a return of assets, whether in a winding-up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:</p> <p>(a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and</p> <p>(b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	A Ordinary
Prescribed particulars	<p>Voting</p> <p>Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.</p> <p>Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).</p> <p>In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.</p>

1 Prescribed particulars of rights attached to shares
The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B Ordinary	
Prescribed particulars	<p>Definitions</p> <p>"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;</p> <p>"Original Subscription Price" for the Preference Shares, £1 per share;</p> <p>Income</p> <p>The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.</p> <p>Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.</p> <p>Capital</p> <p>On a return of assets, whether in a winding-up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:</p> <p>(a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and</p> <p>(b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	B Ordinary	
Prescribed particulars	<p>Voting</p> <p>Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.</p> <p>Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).</p> <p>In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.</p>	<p>¹ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	D Ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>Definitions</p> <p>"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;</p> <p>"Original Subscription Price" for the Preference Shares, £1 per share;</p> <p>Income</p> <p>The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.</p> <p>Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.</p> <p>Capital</p> <p>On a return of assets, whether in a winding-up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:</p> <ul style="list-style-type: none"> (a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and (b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them. 	

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	D Ordinary
Prescribed particulars	<p>Voting</p> <p>Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.</p> <p>Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).</p> <p>In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.</p>

① Prescribed particulars of rights attached to shares
The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	Preference	
Prescribed particulars	<p>Definitions</p> <p>"Asset Sale" the disposal by the Company of all, or a substantial part of, its business and assets;</p> <p>"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;</p> <p>"Exit" a Share Sale, an Asset Sale or a Listing;</p> <p>"Listing" the successful application and admission of all or any of the shares in the capital of the Company, or securities representing such shares (including American depositary receipts, American depositary shares and/or other instruments to the Official List of the UK Listing Authority or on the AIM market operated by the London Stock Exchange plc, or the Nasdaq National Stock Market of the Nasdaq Stock Market Inc., or to any recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000 (as amended));</p> <p>"Original Subscription Price" for the Preference Shares, £1 per share;</p> <p>"Share Sale" the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the buyer of those shares (or grantee of that right) and persons Acting in Concert with him together acquiring a Controlling Interest in the Company, except where the shareholders and the proportion of shares held by each of them following completion of the sale are the same as the shareholders and their shareholdings in the Company immediately before to the sale.</p> <p>Income</p> <p>The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.</p> <p>Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Preference	
Prescribed particulars	<p>Redemption of Preference Shares</p> <p>Subject to the Companies Act 2006, the Preference Shares shall be redeemed in full immediately prior to an Exit ("Redemption Date").</p> <p>On the Redemption Date, the Company shall pay £1 on each of the Preference Shares redeemed. At the same time, it shall pay any arrears or accruals of the Preferred Dividend due on such shares, calculated down to but not including the Redemption Date.</p> <p>Capital</p> <p>On a return of assets, whether in a winding-up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:</p> <p>(a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and</p> <p>(b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them.</p> <p>Voting</p> <p>Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	Preference	
Prescribed particulars	<p>Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).</p> <p>In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.</p> <p>The Preference Shareholders shall not be entitled to receive notice of, attend, or vote at any general and other meetings of the Company, unless the business of the meeting is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the Preference Shares in which case the Preference Shareholders shall be entitled to vote only on such resolution.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Notice of cancellation of shares

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Sarah Smith

Company name Rydon Group Limited

Address Rydon House

Station Road

Post town Forest Row

County/Region East Sussex

Postcode RH18 5DW

Country

DX

Telephone 01342 825151

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse